

AUG 01 '08 -2 00 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
URBAN A. LESTER

August 1, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of July 23, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Banc of America Leasing & Capital, LLC
One West Pennsylvania Avenue
Towson, Maryland 21204

Lessee: Heritage Environment Services, LLC and
Heritage Transport, LLC
7901 W Morris St.
Indianapolis, IN 46231-1366

Anne K. Quinlan, Esq.
August 1, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

20 railcars: ESCX 1 - ESCX 20.

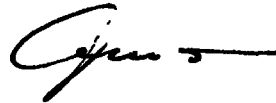
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27584 FILED

AUG 01 '08 -2 00 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of July 23, 2008

by and among

**HERITAGE ENVIRONMENTAL SERVICES, LLC
and
HERITAGE TRANSPORT, LLC**

**jointly, severally and collectively, as Lessee,
and**

**BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on _____, 2008 at __:__.m.**

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of July 23, 2008, by and among BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor") and HERITAGE ENVIRONMENTAL SERVICES, LLC and HERITAGE TRANSPORT, LLC (jointly, severally and collectively, "Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain locomotives described on Exhibit No. 1 attached hereto (the "Units").

All of such Units are more fully described in that certain Master Lease Agreement dated as of July 23, 2008, and Schedule No. 001 thereto and incorporating the terms thereof, dated as of July 23, 2008 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date thereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option to renew and an option by Lessee to purchase the Units on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS


AAR Mechanical Designation	LF
AAR Car Type Code	L006
Quantity	20
AAR Equipment Diagram	Plate B
Builder	Berwick, Johnstown
Date Built	1993
Nominal Capacity, Tons	158
Gross Rail Load	386,000 lbs
Brake Valve Type	ABD/ADBX
Empty/ Load Device Equipped	Yes
Length Over Strikers	88' 4"
Extreme Width	9' - 4"
Extreme Height	4' - 7"
End of Car Cushion	Keystone E106B
Truck Type	Ride Control SS

Car Reporting Marks and Car Numbers

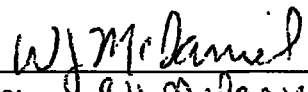
ESCX 1
ESCX 2
ESCX 3
ESCX 4
ESCX 5
ESCX 6
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ESCX 11
ESCX 12
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ESCX 14
ESCX 15
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ESCX 17
ESCX 18
ESCX 19
ESCX 20

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

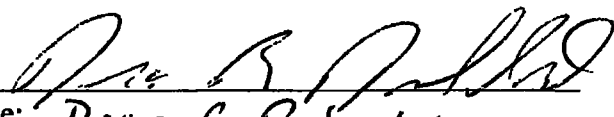
BANC OF AMERICA LEASING & CAPITAL, LLC,

By: 
Name: Terry Preston
Title: VP

HERITAGE ENVIRONMENTAL SERVICES, LLC

By: 
Name: Bill McDaniel
Title: Pres.

HERITAGE TRANSPORT, LLC

By: 
Name: Dean R. Pasantis
Title: President

STATE OF MARYLAND)

CARROLL) ss:
COUNTY OF BALTIMORE)

On this 23 day of July, 2008, before me appeared Terri Preston, the person who signed this instrument, who acknowledged that (s)he is the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

John W. Holbert
Notary Public

My commission expires:

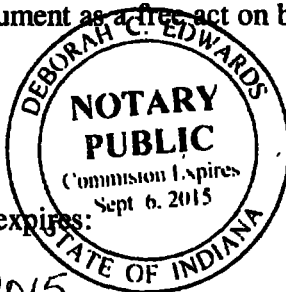
April 10, 2011



STATE OF Indiana)
) ss:
COUNTY OF Marion)

On this 23 day of July, 2008, before me appeared William J. McDaniel
the person who signed this instrument, who acknowledged that (s)he is the President
of HERITAGE ENVIRONMENTAL SERVICES, LLC and that, being duly authorized, (s)he
signed such instrument as a free act on behalf of said corporation.

[Seal]



Deborah C. Edwards
Notary Public

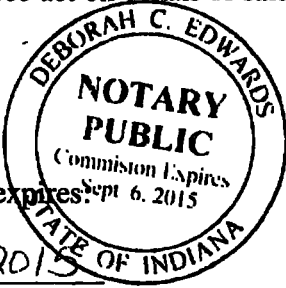
My commission expires:

09/06/2015

STATE OF Indiana)
) ss:
COUNTY OF Marion)

On this 23 day of July, 2008, before me appeared Dean DeSantis
the person who signed this instrument, who acknowledged that (s)he is the President
of HERITAGE TRANSPORT, LLC and that, being duly authorized, (s)he signed such
instrument as a free act on behalf of said corporation.

[Seal]



Deborah C. Edwards
Notary Public

My commission expires:

09/06/2015

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/1/08



Robert W. Alvord